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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 22 AM 11:41

Date December 17, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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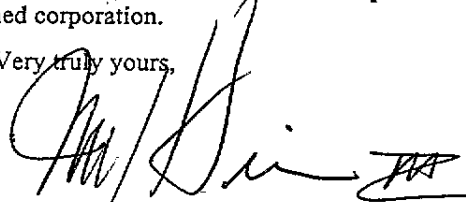
Re: Gateway Marketing & Consulting, Inc., Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Martin J. Feinen III

(individual's name)

Gateway Marketing & Consulting, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
Gateway Marketing & Consulting, Inc.		
145 Yacht Club Way # 308		
Hypoluxo, Florida		33462
PHONE		
(561)	540-8293	
Area Code	Number	Ext.

RP
12-23-97

ARTICLES OF INCORPORATION

of

Gateway Marketing & Consulting, Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Gateway Marketing & Consulting, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
145 Yacht Club Way # 308		
CITY	FLORIDA	ZIP
Hypoluxo		33462
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME		
Charles P. Toal Jr.		
ADDRESS		
191 Pleasant Wood Drive		
CITY	FLORIDA	ZIP
Wellington		33414

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

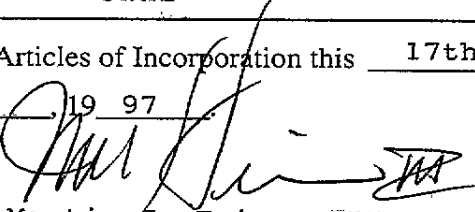
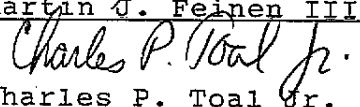
NAME <u>Martin J. Feinen III</u>			
ADDRESS <u>145 Yacht Club Way # 308</u>			
CITY <u>Hypoluxo</u>	STATE <u>Florida</u>	ZIP <u>33462</u>	
NAME <u>Charles P. Toal Jr.</u>			
ADDRESS <u>191 Pleasant Wood Drive</u>			
CITY <u>Wellington</u>	STATE <u>Florida</u>	ZIP <u>33414</u>	
NAME _____			
ADDRESS _____			
CITY _____	STATE _____	ZIP _____	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME <u>Martin J. Feinen III</u>			
ADDRESS <u>145 YaCHT Club Way # 308</u>			
CITY <u>Hypoluxo</u>	STATE <u>Florida</u>	ZIP <u>33462</u>	
NAME <u>Charles P. Toal Jr.</u>			
ADDRESS <u>191 Pleasant Wood Drive</u>			
CITY <u>Wellington</u>	STATE <u>Florida</u>	ZIP <u>33414</u>	
NAME _____			
ADDRESS _____			
CITY _____	STATE _____	ZIP _____	

The undersigned incorporator(s) have executed these Articles of Incorporation this 17th day of December 19 97


Martin J. Feinen III (Signature)

Charles P. Toal Jr. (Signature)
 _____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Gateway Marketing & Consulting, Inc.

(name of corporation)

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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 145 Yacht Club Way # 308

Kypoluxo, Florida 33462

has named Charles P. Toal, Jr.

located at the aforesaid address, as its registered agent to accept service of process within this state.

191 Pleasant Wood Drive
Wellington, Florida 33414

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charles P. Toal Jr.
(Signature)

December 17, 1997
(Date)